FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

-	_		
-11	~	M	
\cdot	1.		



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	Serial					
DATE F	RECEIVED					
	ļ					

Name of Offering (check if this is an amendment and name has changed, and indicate change. Private Placement of up to \$4,000,000,000 in limited partner interests in CVC Cap L.P.	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐	e 506 Section 4(6) ULOE Section
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	FEB 2 7 ZUNB
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	was box
CVC Capital Partners Asia Pacific III Parallel Fund - A, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Helething Arch Code)
P.O. Box 87, 22 Grenville Street, St. Helier, Jersey JE4 8PX, Channel Islands	+44-1534-609-0 100 1
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same as Executive Offices	Same as Executive Offices
Brief Description of Business	
Private equity investment fund formed for the purpose of making investments in ec	quity and debt securities of companies.
	PPOCESSED
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed	other (please specify):
business trust limited partnership, to be formed	MAR 0 3 2008
Actual or Estimated Date of Incorporation or Organization: Month Year	
CIVID Canada. PV for other foreign jurisdiction)	FN

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the following	ng:			
Each beneficial owner hav	ing the power to vot				equity securities of the issuer;
Each general and managin					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				<u> </u>
CVC Capital Partner	s Asia III Limite	d (General Partner o	f the Issuer)		
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·
P.O. Box 87, 22 Gre	nville Street, St.	Helier, Jersey JE48PX	K, Channel Islands		
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
van Rappard, Rolly					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
World Trade Center, Amsterdam 1118BH	•	rt, Tower B, 6th Floor	, Schiphol Boulevard 2	285, Luchthave	n, Schiphol,
Check Box(es) that Apply:	□ Promoter	☐Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Hansen, Carl J.					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
P.O. Box 87, 22 Gre	nville Street, St.	Helier, Jersey JE48PX	K, Channel Islands		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Chapman, Julia Ann	e Jennifer				
Business or Residence Addres		t, City, State, Zip Code)			
P.O. Box 87, 22 Gre	nville Street, St.	Helier, Jersey JE48P2	K. Channel Islands		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	·			
Smith, Michael Dav					
Business or Residence Addres		t City State Zin Code)	<u></u>	 -	
	•	main, Monaco 98000	Monago		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			,	
Grizzelle, Mark Business or Residence Addres	s (Number and Stree	t City State Zin Code)	<u> </u>		<u> </u>
111 Strand, London,		•			
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
COMMENT: The Partner of the Issuer		above are all director	rs of CVC Capital Partr	ers Asia III Li	mited, the General

				В.	INFORM	ATION AB	OUT OFFE	RING					
											Yes	No	
1. Has	the issuer s	old, or doe								•••••	🗆	\boxtimes	
			A	inswer also	in Append	dix, Colum	n 2, if filing	g under UL	OE.				
2. Wha	it is the min	iimum inve	stment tha	t will be ac	cepted fror	n any indiv	ridual?			•••••	. \$15,000,000*		
3. Does					-		-	ion from til		***************************************	Yes ⊠	No □	
comi offer and/	mission or ring. If a po or with a st	similar remerson to be ate or state	nuneration listed is an s, list the n	for solicitation associated ame of the	tion of pure l person or broker or o	chasers in o agent of a dealer. If m	onnection broker or d ore than fiv	given, direct with sales caler regist ve (5) person for that bro	of securities ered with to ons to be lis	s in the he SEC sted are			
Full Na	me (Last n	ame first, i	findividua	l)									
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Cod	le)						
Name o	of Associate	ed Broker o	r Dealer										
	n Which Pe										 ⊠ AI	1 States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last na	ame first, i	f individua	l)						•			
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Cod	le)						
Name o	of Associate	ed Broker o	or Dealer										
	n Which Pe eck "All St										🗌 Al	1 States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[א]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua 	l) 									
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)						
Name o	of Associate	ed Broker o	or Dealer										
	n Which Pe eck "All St										🗌 Al	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[NI]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Offering Price Type of Security Sold 9-0-Debt..... \$499,330,000 Equity..... ☐ Preferred ☐ Common Convertible Securities (including warrants) \$-0-\$499,330,000-Other (Specify)..... \$-0-\$499,330,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors..... 4* \$499,330,000 Non-accredited Investors..... -0-\$N/A Total (for filings under Rule 504 only)..... -0-\$N/A Answer also in Appendix, Column 4, if filing under ULOE. *Includes non-U.S. investors. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 N/A \$ N/A Regulation A N/A \$ N/A Rule 504 N/A \$ N/A Total N/A \$ N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

^{*} The General Partner reserves the right to offer a greater amount of limited partnership interests.

\$3,998,500,000

	l otal				
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	JSE O	F PROCEEDS		
b.	Enter the difference between the aggregate offering price given in response to Part C – Quand total expenses furnished in response to Part C – Question 4.a. This difference is the "agross proceeds to the issuer."	djuste	ed	\$3,9	998,500,000
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be us each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the actions proceeds to the issuer set forth in response to Part C – Question 4.b above.	ite and	i		
			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees (management fees)	🗆	\$360,000,000*		\$
	Purchase of real estate	🗆	\$		\$
	Purchase, rental or leasing and installation of machinery and equipment	🗆	\$		S
	Construction or leasing of plant buildings and facilities	🗅	\$		\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer				
	pursuant to a merger)	🛮	\$	\boxtimes	\$3,638,500,000
	Repayment of indebtedness	🗆	\$		\$
	Working capital	🗖	\$		\$
	Other (specify):	🗆	\$		\$
		🗆	\$		\$
	Column Totais	🗖	\$360,000,000*		\$3,638,500,000

Total Payments Listed (column totals added)

^{*} Estimated aggregate amounts for first six years, and the Issuer will continue to pay management fees thereafter.

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) CVC Capital Partners Asia Pacific III Parallel Fund - A, L.P. Name of Signer (Print or Type) Mark Grizzelle Director of CVC Capital Partners Asia III Limited, the General Partner of the Issuer

D. FEDERAL SIGNATURE

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		_
7.7	presently subject to any of the disqualification provisi	ons Yes No	
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state in whas required by state law.	ich this notice is filed, a notice on	
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written	request, information furnished by the	3
Limited Offering Exemption (ULOE) of	issuer is familiar with the conditions that must be satisthe state in which this notice is filed and understands the ishing that these conditions have been satisfied.		,
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and has duly caused this no	etice to be signed on its behalf by the	3
Issuer (Print or Type)	Signature	Date	
CVC Capital Partners Asia Pacific III Parallel Fund - A, L.P.	M. URIC	February <u>20</u> , 2008	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Mark Grizzelle	Director of CVC Capital Partners Asia III Limited, tl	ne General Partner of the Issuer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		1	ification	
	to non-a	s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited					
AL				-0-	-0-	-0-	-0-	Yes 🗆	No 🗆	
AK				-0-	-0-	-0-	-0-			
AZ				-0-	-0-	-0-	-0-			
AR				-0-	-0-	-0-	-0-			
CA				-0-	-0-	-()-	-0-			
со				-0-	-0-	-0-	-0-			
СТ				-0-	-0-	-0-	-0-			
DE				-0-	-0-	-0-	-0-			
DC				-0-	-0-	-0-	-0-			
FL				-0-	-0-	-0-	-0-			
GA				-0-	-0-	-0-	-0-			
ні				-0-	-0-	-0-	-0-			
ID				-0-	-0-	-0-	-0-			
IL				-0-	-0-	-0-	-0-			
IN			<u>-</u>	-0-	-0-	-0-	-0-			
IA				-0-	-0-	-0-	-0-			
KS				-0-	-0-	-0-	-0-			
KY				-0-	-0-	-0-	-0-			
LA				-0-	-0-	-0-	-0-			
ме				-0-	-0-	-0-	-0-			
MD				-0-	-0-	-0-	-0-			
МА				-0-	-0-	-0-	-0-			
MI				-0-	-0-	-0-	-0-			
MN				-0-	-0-	-0-	-0-			
MS			•	-0-	-0-	-0-	-0-			
МО				-0-	-0-	-0-	-0-			

APPENDIX

		2	3			4			; 7
	l		Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	(Part E-	No
MT				-0-	-0-	-0-	-0-		
NE				-0-	-0-	-0-	-0-		
NV				-0-	-0-	-0-	-0-		
NH				-0-	-0-	-0-	-0-		
NJ				-0-	-0-	-0-	-0-		
NM				-0-	-0-	-0-	-0-	□	
NY		Ø	partnership interests	-2-	\$208,200,000	-0-	-0-		Ø
NC				-0-	-0-	-0-	-0-		
ND				-0-	-0-	-0-	-0-		
ОН				-0-	-0-	-0-	-0-		
ок				-0-	-0-	-0-	-0-		
OR				-0-	-0-	-0-	-0-		
PA				-0-	-0-	-0-	-0-		
RI				-0-	-0-	-0-	-0-		
sc				-0-	-0-	-0-	-0-		
SD				-0-	-0-	-0-	-0-		
TN				-0-	-0-	-0-	-0-		
TX				-0-	-0-	-0-	-0-		
UT				-0-	-0-	-0-	-0-		
VT				-0-	-0-	-0-	-0-		
VA				-0-	-0-	-0-	-0-		
WA				-0-	-0-	-0-	-0-		
wv				-0-	-0-	-0-	-0-		
WI				-0-	-0-	-0-	-0-		
WY				-0-	-0-	-0-	-0-	0	
PR				-0-	-0-	-0-	-0-		

